

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

In the Matter of)
)
Applications of AT&T Inc. and) **WT Docket No. 11-65**
Deutsche Telekom AG Inc. for)
Consent to Transfer Control of the Licenses and)
Authorizations held by T-Mobile USA, Inc. and)
Its Subsidiaries)
)

**THIRD SUPPLEMENTAL RESPONSE OF AT&T INC.
TO INFORMATION AND DISCOVERY REQUEST DATED MAY 27, 2011
AND TO SUPPLEMENTAL REQUEST FOR INFORMATION DATED JUNE 27, 2011**

July 27, 2011

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Introduction

AT&T Inc. (“AT&T”) provides this third supplemental response (the “Third Supplemental Response”) to the letter dated May 27, 2011, from Ruth Milkman, then Chief of the Wireless Telecommunications Bureau of the Federal Communications Commission (the “FCC” or the “Commission”), and the attached Information and Discovery Request for AT&T, Inc. (collectively, the “Request”), and to the Supplemental Request for Information dated June 27, 2011, from Rick Kaplan, current Chief of the Wireless Telecommunications Bureau of the FCC (the “Supplemental Request”).

AT&T (sometimes referred to in the Request as the “Company” as defined therein) incorporates by reference additional information from its June 10, 2011 Response (“Response”), July 7, 2011 Supplemental Response (“Supplemental Response”), and July 19, 2011 Second Supplemental Response (“Second Supplemental Response”), including the defined terms, information and qualifications included therein.

Where a request seeks charts, spreadsheets or similar graphic or tabular information, or specific documents, responsive information is provided in exhibits to the Third Supplemental Response, numbered with reference to the specific request (*e.g.*, Exhibit 48-13.2 provides supplemental information responsive to Request No. 48). A Third Supplemental Index of Exhibits is appended as Exhibit B.3.

The Request and Supplemental Request call for AT&T to submit certain information and documents that are extremely sensitive from a commercial, competitive, and financial perspective,

and that AT&T would not reveal in the ordinary course of business to the public or its competitors. AT&T is submitting information and documents on a confidential and highly confidential basis pursuant to the Protective Order issued on April 14, 2011, and the Second Protective Order, issued on April 27, 2011, and amended on June 9, 2011 and July 19, 2011, in place in WT Docket No. 11-65. The inadvertent inclusion of any material that is subject to an assertion of the attorney-client, attorney work-product or other applicable privilege is not intended as a waiver of such privilege.

AT&T has redacted confidential information in the Third Supplemental Response (as reflected where marked “[**Begin Confidential Information**] [] [**End Confidential Information**]”) and highly confidential information in, and exhibits to, the Third Supplemental Response (as reflected where marked “[**Begin Highly Confidential Information**] [] [**End Highly Confidential Information**]”). The redacted Third Supplemental Response is marked, “**REDACTED – FOR PUBLIC INSPECTION,**” and is being filed electronically in the Commission’s Electronic Comment Filing System (“ECFS”). The highly confidential, unredacted Third Supplemental Response is marked, “**HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION – ADDITIONAL COPYING PROHIBITED,**” and is being delivered to the Secretary. Additional copies of the unredacted Third Supplemental Response are being delivered as instructed in the original Request.

In accordance with the Request, the Supplemental Request, the Protective Order, and the Second Protective Order, as amended, unredacted copies of highly confidential documents are marked “**HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL**

COMMUNICATIONS COMMISSION – ADDITIONAL COPYING PROHIBITED”; unredacted copies of confidential documents are marked **“CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 11-65 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION”**; and redacted copies of highly confidential and confidential documents are marked **“REDACTED – FOR PUBLIC INSPECTION.”** Pursuant to the Request and Supplemental Request, both the redacted and unredacted versions of confidential and highly confidential documents are being delivered to Kathy Harris of the Wireless Telecommunications Bureau.

RESPONSES

9. REQUEST:

For any relevant service or any relevant product in any relevant area, provide all plans, analyses, and reports discussing:

- a. any plans of, interest in, or efforts undertaken by the Company for any acquisition, divestiture, joint venture, alliance, or merger of any kind involving the provision or sale of any relevant product, or any relevant service, other than the Proposed Transaction;**
- b. any plans of, interest in, or efforts undertaken by the Company or its competitors to acquire spectrum;**
- c. any plans of, interest in, or efforts undertaken by the Company’s competitors for any acquisition, divestiture, joint venture, alliance, or merger of any kind involving the provision or sale of any relevant product, or any relevant service, other than the Proposed Transaction;**
- d. the Company’s analysis of, or response to, entry or potential competition;**
- e. any actual or potential effect on the supply, demand, cost, or price of any relevant service or any relevant product as a result of the introduction by a current competitor of any new pricing plan, relevant product or any relevant service; or**
- f. any actual or potential effect on the supply, demand, cost, or price of any relevant service or any relevant product as a result of competition any new entrant or new service (such as Wi-Fi, WiMax, VoIP, or internet access service) regarded by customers as a potential substitute.**

RESPONSE:

The FCC has asked whether the Bates number ATTF-TMO-00989910 represents AT&T's final calculation of the spectrum savings that can be achieved from eliminating T-Mobile USA's redundant GSM control channel. The answer is no. **[Begin Confidential Information]**

[End Confidential

Information] AT&T and its outside engineering consultants have calculated spectrum savings from elimination of T-Mobile USA's redundant GSM control channel using more precise, actual data. The results of this more detailed analysis are contained within a paper prepared by Professor Jeffrey Reed and Dr. Nishith Tripathi, filed with the Commission on July 26, 2011.

45. REQUEST:

To the extent not already provided, provide all documents cited in the Public Interest Statement and the attached declarations, and any data, documents or analyses provided to, reviewed by, or relied upon in preparing those declarations, grouped by declaration/Public Interest Statement.

RESPONSE:

The Commission has requested an index, by custodian/declarant, for materials previously submitted in response to this Request with the June 10, 2011 Response and the July 7, 2011 Supplemental Response. That Confidential index is submitted as Exhibit 45-1.3.

48. REQUEST:

Provide data for the Company's cell sites, network deployment, voice and data traffic, and backhaul, as specified in Attachment A.

RESPONSE:

Voice and Data Traffic. On July 15, 2011, the Commission asked AT&T to (1) append the number of transceivers (“TRXs”), by spectrum band, to AT&T’s “Traffic Exhibit” for GSM services (Exhibit 48-13) and (2) explain the rule of thumb AT&T uses in the ordinary course of business to determine the number of Standalone Dedicated Control Channel (“SDCCH”) time slots for each TRX.

In response to the first request, AT&T provides the .csv filed entitled Exhibit 48-13.2, which appends the requested TRX information to the Traffic Exhibits for GSM services.¹ In response to the second question, AT&T states that, in the ordinary course of business, AT&T’s rule of thumb for the number of SDCCH time slots per TRX is **[Begin Highly Confidential Information]**

[End Highly Confidential Information]

Deployed Carriers. On July 19, 2011, AT&T supplemented the “Cell Site Exhibits” with information for additional sites.² In that submission, AT&T explained that **[Begin Highly Confidential Information]**

¹ The original and supplemental Traffic Exhibits now include Exhibits 48-12, 48-12.1, 48-13, 48-13.1, and 48-13.2.

² The original and supplemental Cell Site Exhibits now include Exhibits 48-1, 48-1.1, 48-1.2, 48-1.3, 48-1.4, 48-1.5, 48-2, 48-2.1, and 48-2.2 (collectively “Cell Site Exhibits”).

[End Highly Confidential

Information]

³ **[Begin Highly Confidential Information]**

[End Highly Confidential Information]